

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<p>In re:</p> <p>COMPUTE NORTH HOLDINGS, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.<sup>1</sup></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 22-90273 (MI)</p> <p>(Jointly Administered)</p>
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**CERTIFICATE OF COUNSEL REGARDING APPLICATION  
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF MCDERMOTT WILL & EMERY LLP AS  
COUNSEL EFFECTIVE OCTOBER 9, 2022**

1. On November 7, 2022, the Official Committee of Unsecured Creditors (the “Committee”) of Compute North Holdings, Inc., *et al.* (the “Debtors”), filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel Effective October 9, 2022* [ECF No. 447] (the “Application”),<sup>2</sup> with a proposed order granting the relief requested in the Application attached thereto as Exhibit A (the “Initial Proposed Order”). Objections to the Application were required to be filed within twenty-one (21) days from the date of service of the Application (the “Objection Deadline”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. In accordance with paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*,<sup>3</sup> the undersigned counsel files this Certificate of Counsel and represents to the Court that the undersigned is unaware of any objection to the Application and the undersigned has reviewed the Court's docket and no objection to the Application appears thereon.

3. The undersigned received informal comments to the Application and Initial Proposed Order from the counsel to the United States Trustee, which comments are incorporated in the amended proposed order, attached hereto as Exhibit A (the "Amended Proposed Order"). A redline of the Amended Proposed Order against the Initial Proposed Order is attached hereto as Exhibit B.

4. Therefore, the Committee respectfully requests the entry of the Amended Proposed Order.

*[Remainder of Page Intentionally Left Blank]*

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<sup>3</sup> Effective August 1, 2021.

Dated: November 29, 2022

Respectfully submitted,

**MCDERMOTT WILL & EMERY LLP**

/s/ Charles R. Gibbs

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*Proposed Counsel to the Official Committee of  
Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I hereby certify that on November 29, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Charles R. Gibbs

Charles R. Gibbs